1 MICHAEL A. JACOBS (CA SBN 111664)
   MJacobs@mofo.com
2 ARTURO J. GONZÁLEZ (CA SBN 121490)
   AGonzalez@mofo.com
3 MORRISON & FOERSTER LLP
   425 Market Street
4 San Francisco, California 94105-2482
   Tel: 415.268.7000 / Fax: 415.268.7522
5
   KAREN L. DUNN (*Pro Hac Vice*)
6 kdunn@bsfllp.com
   HAMISH P. M. HUME
7 hhume@bsfllp.com
   BOIES SCHILLER FLEXNER LLP
8 1401 New York Avenue, N.W.
   Washington, D.C. 20005
9 Tel: 202.237.2727 / Fax: 202.237.6131

10 WILLIAM CARMODY (*Pro Hac Vice*)
   bcarmody@susmangodfrey.com
11 SUSMAN GODFREY LLP
   1301 Avenue of the Americas, 32nd Floor
12 New York, NY 10019-6023
   Tel.:   212.336.8330 / Fax.:   212.336.8340
13
   Attorneys for Defendants
14 UBER TECHNOLOGIES, INC. and OTTOMOTTO LLC

15

16   UNITED STATES DISTRICT COURT
                     NORTHERN DISTRICT OF CALIFORNIA
17   SAN FRANCISCO DIVISION

18 WAYMO LLC,   Case No. 3:17-cv-00939-WHA

19   Plaintiff,   **DECLARATION OF MARTHA L.
                                           GOODMAN IN SUPPORT OF
20   v.   DEFENDANTS' ADMINISTRATIVE
                                           MOTION TO FILE UNDER SEAL
21 UBER TECHNOLOGIES, INC.,   MOTION *IN LIMINE* NO. 22 AND
   OTTOMOTTO LLC; OTTO TRUCKING LLC,   WAYMO'S BRIEF IN OPPOSITION
22   THERETO**
              Defendants.
23   Judge: The Honorable William Alsup
                                           Trial Date: October 10, 2017
24

25

26

27

28

I, Martha L. Goodman, declare as follows:

1.   I am an attorney with the law firm of Boies Schiller Flexner LLP representing Defendants Uber Technologies Inc. and Ottomotto LLC (collectively, "Uber") in this matter. I make this declaration based upon matters within my own personal knowledge and if called as a witness, I could and would competently testify to the matters set forth herein. I make this declaration in support of Defendants' administrative motion for an order to file under seal portions of the briefing and certain exhibits to Defendants' Motions *in Limine* No. 22 and Waymo's Brief in Opposition to Defendants' Motions *in Limine* No. 22.

2.   I have reviewed the following exhibits and only the portions identified below merit sealing:

Document	Portions to Be Filed Under Seal	Designating Party
DEFENDANTS' OPENING MIL MATERIALS		
Defendants' Motion *in Limine* No. 22 ("MIL 22")	Highlighted Portions	Defendants (blue)
Exhibit 6	Entire Document	Third-Party Benchmark Capital Partners; Defendants (blue)
Exhibit 13	Highlighted Portions	Defendants (blue)
WAYMO'S OPPOSITION MATERIALS		
Plaintiff Waymo LLC's Opposition to Defendants' Motion In Limine No. 24 ("Waymo's Opposition to Defendants' MIL 22")	Highlighted Portions	Defendants (blue)
Exhibit 1 to the Declaration of Jeff Nardinelli ("Nardinelli Decl.")	Highlighted Portions	Defendants (blue)

DEFENDANTS' MIL MATERIALS

3.   The highlighted portions of MIL 22 and of Exhibit 13, contain confidential or highly confidential information regarding Uber's LiDAR development and autonomous vehicle business strategy and information about Uber's internal deliberative processes regarding the same. This information is not publicly known, and its confidentiality is strictly maintained. Disclosure of this information could allow competitors to obtain a competitive advantage over Uber by giving them details into Uber's internal development of LiDAR and business plans for autonomous ridesharing, which would allow competitors to understand Uber's LiDAR development and autonomous vehicle

1

1   business strategy, and allow them to tailor their own strategy. If such information were made public,

2   Uber's competitive standing could be significantly harmed.

3   4.   The highlighted portions of Exhibits 6 and 13 also contain Uber employee names and

4   confidential information regarding Uber's former CEO, the disclosure of which would threaten the

5   privacy of individuals at a company that is currently the subject of extensive media coverage.

6   **WAYMO'S OPPOSITION MATERIALS**

7   5.   The blue highlighted portions of Waymo's Opposition to Defendants' MIL 22 and

8   Exhibit 1 to the Nardinelli Declaration contain confidential or highly confidential information

9   regarding Uber's LiDAR development and autonomous vehicle business strategy and information

10 about Uber's internal deliberative processes regarding the same. This information is not publicly

11 known, and its confidentiality is strictly maintained. Disclosure of this information could allow

12 competitors to obtain a competitive advantage over Uber by giving them details into Uber's internal

13 development of LiDAR and business plans for autonomous ridesharing, which would allow

14 competitors to understand Uber's LiDAR development and autonomous vehicle business strategy, and

15 allow them to tailor their own strategy. If such information were made public, Uber's competitive

16 standing could be significantly harmed. The blue highlighted portions of Exhibit 1 also contain Uber

17 employee names and confidential information regarding Uber's former CEO, the disclosure of which

18 would threaten the privacy of individuals at a company that is currently the subject of extensive media

19 coverage.

20   ***

21

22   6.   Uber's request to seal is narrowly tailored to the portions of Defendants' motions

23 *in limine* and its supporting papers, as well as to the portions of Waymo's briefs in opposition to

    Defendants' motions in limine and Waymo's supporting papers, that merit sealing.

24

25   I declare under penalty of perjury that the foregoing is true and correct. Executed this

    13th day of September, 2017 at Washington, D.C.

26

27

28

Dated: September 13, 2017   BOIES SCHILLER FLEXNER LLP

                                              By: */s/*
                                                        Martha L. Goodman

ATTESTATION OF E-FILED SIGNATURE

I, Karen L. Dunn, am the ECF User whose ID and password are being used to file this document. In compliance with General Order 45, X.B., I hereby attest that Martha L. Goodman has concurred in this filing.

Dated: September 13, 2017

                              /s/ Karen L. Dunn
                                 Karen L. Dunn

3

DECLARATION OF MARTHA L. GOODMAN ISO DEFS' ADMIN. MOTION TO FILE UNDER SEAL THEIR
MOTIONS *IN LIMINE* AND THEIR OPPOSITIONS TO WAYMO'S MOTIONS *IN LIMINE*
CASE NO. 3:17-CV-00939-WHA